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November 11, 2008

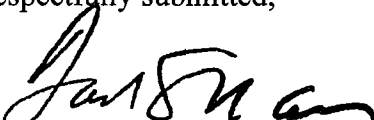
The Honorable James Orenstein
United States Magistrate Judge
Eastern District of New York
225 Cadman Plaza East
Brooklyn, NY 11201

Re: *In re Vitamin C Antitrust Litigation, No. 06-MDL-1738 (DGT)(JO) (E.D.N.Y.)*

Dear Magistrate Judge Orenstein:

Enclosed herewith please find a proposed Stipulation and Order with respect to scheduling matters in Indirect Purchaser Actions, being jointly submitted by all Defendants and indirect purchaser Plaintiffs in those actions for Your Honor's approval and signature.

Respectfully submitted,



Daniel S. Mason

Attachment

cc: Counsel of Record via ECF

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE
VITAMIN C ANTITRUST LITIGATION

This Document Relates To:
ALL ACTIONS

MASTER FILE 1:06-MD-1738
(DGT)(JO)

STIPULATION OF ALL COUNSEL
AND [PROPOSED] ORDER
REGARDING A STAY OF THE
INDIRECT PURCHASER ACTIONS

Whereas, counsel for indirect purchaser Plaintiffs, counsel for direct purchaser Plaintiffs, and counsel for Defendants have met and conferred with respect to the matters below:

Whereas, there are three Indirect Purchaser Actions pending before this Court at this time, specifically *Audette v. Hebei Welcome Pharmaceutical Co. Ltd., et al.* (“Massachusetts Action”), *Philion, et al., v. Hebei Welcome Pharmaceutical Co. Ltd., et al.* (“California Action”), and *Keane et al. v. Hebei Welcome Pharmaceutical Co. Ltd., et al.* (“Multistate Action”)¹ (hereafter, collectively “Indirect Purchaser Actions”);

Whereas, service has been effected in the Massachusetts and California Actions, motions to dismiss these actions are pending, and a discovery schedule has been issued by the Court in respect thereof;

¹ The Multistate Action, filed on November 1, 2006, consolidated several indirect purchaser complaints pending before the Court.

Whereas, counsel for Plaintiffs Animal Science Products, Inc. Magno-Humphries Laboratories, Inc. and The Ranis Company, Inc. have been advised of this stipulated stay and do not object to its terms (hereafter, “Direct Purchaser Action”);

Whereas, merits discovery in the Direct Purchaser Action is complete;

Whereas, the current discovery schedule provides for a 6 month period to conduct merits discovery relative to matters unique to the state law claims asserted in the Indirect Purchaser Actions commencing after the completion of merits discovery in accordance with Pretrial Order 3 (D.E. 140);

Whereas, pursuant to a court-approved stipulation between Defendants and indirect purchaser Plaintiffs in the Massachusetts and California Actions (D.E. 116), indirect purchaser class discovery and submission of expert reports on class certification does not commence until the Court rules on Defendants’ Motion to Dismiss the Complaint with Prejudice Pursuant to Federal Rules of Civil Procedure 12 (b)(1) and (6);

Whereas, the schedule established by Pretrial Order No. 3 and D.E. 116 would create an unusual situation in which Indirect Purchaser Plaintiffs and Defendants would be required to conduct merits discovery before class discovery and before court rulings on class certification and pending (and yet-to-be filed) motions to dismiss;

Whereas, the Court’s decision on the pending motion to dismiss the Massachusetts and California Actions, and any forthcoming motion to dismiss filed in the Multistate Action, will influence the scope and nature of the class certification briefings, including approximately 23 state classes alleged in the Indirect Purchaser Actions and the scope of those indirect purchaser classes, and the subsequent briefing and decisions on the various state classes alleged in the

Indirect Plaintiff Actions will determine the nature and breadth of the merits discovery needed to support the remaining state class claims,

Whereas, proceeding under the current discovery schedule established by the Court without the benefit of prior rulings on all motions to dismiss and motions for class certification would require the parties to engage in premature merits discovery as to issues unique to the state law claims in the Indirect Purchaser Actions that would risk wasting the resources of the Court and the parties and impose, through subpoenas, substantial but potentially unnecessary discovery burdens on non-party entities and individuals;

Whereas, the parties also recognize the likelihood that some of the Indirect Purchaser Actions will be transferred back to their original jurisdictions for trial;

Whereas, the parties further recognize that the resolution of the Direct Purchaser Action will substantially affect or dispose of the state law claims at issue in the Indirect Purchaser Actions;

Whereas, the parties believe it would be more efficient to stay proceedings in the Indirect Purchaser Actions until such time as final judgment is entered in the Direct Purchaser Action, reserving all other procedural and substantive rights as may be applicable by or pursuant to the Federal Rules of Civil Procedure;

NOW, THEREFORE, it is hereby stipulated and agreed by and among the undersigned counsel in all actions, subject to the approval of the Court, as follows:

1. All proceedings in the Indirect Purchaser Actions shall be stayed until a final judgment has been entered by the Court in the Direct Purchaser Action; and
2. Any party may move to lift the stay with 30 days notice to the other parties.

Dated: November 10 2008

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Dated: November 6, 2008

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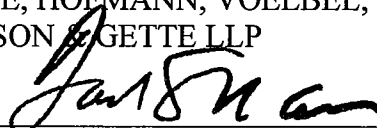
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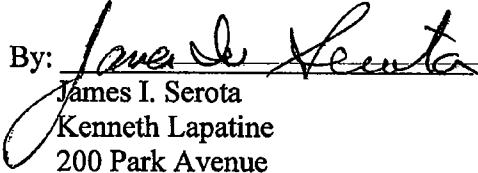
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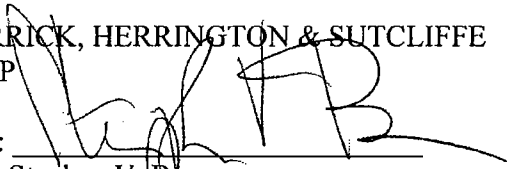
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SO ORDERED
